

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Heneghan James M</u>			2. Issuer Name and Ticker or Trading Symbol <u>CHARTER COMMUNICATIONS, INC. /MO/ [CHTR]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ President, Charter Media		
(Last) (First) (Middle) <u>C/O CHARTER COMMUNICATIONS, INC.</u> <u>400 ATLANTIC STREET, 10TH FLOOR</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>05/14/2013</u>					
(Street) <u>STAMFORD CT 06901</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person _____		
(City) (State) (Zip)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price				
Class A Common Stock	05/14/2013		M		22,800 ⁽¹⁾		A	\$55.12	42,250	D	
Class A Common Stock	05/14/2013		S		22,800 ⁽²⁾		D	\$113.728 ⁽³⁾	19,450	D	
Class A Common Stock	05/14/2013		S		3,500		D	\$113.738 ⁽⁴⁾	15,950	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance-Vesting Stock Options	\$55.12	05/14/2013		M			22,800	04/26/2012	04/26/2021	Class A Common Stock	22,800	\$55.12	68,200	D	

Explanation of Responses:

1. Exercise of a portion of vested stock options granted on 4/26/2011. One-third will vest upon the first occurrence of Issuer's Class A common stock achieving a stock price threshold of \$60 per share (average of Issuer's per share closing price on NASDAQ for any 60 consecutive trading days) on each of the following: commencing on or after January 26, 2012, commencing on or after September 30, 2012 and commencing on or after September 30, 2013; one-third will vest upon the first occurrence of Issuer's Class A common stock achieving a stock price threshold of \$80 per share on each of the following: commencing on or after January 26, 2012, commencing September 30, 2012 and commencing September 30, 2013; and, one-third will vest upon the first occurrence of Issuer's Class A common stock achieving a stock price threshold of \$100 per share on each of the following: commencing on or after January 26, 2012, commencing September 30, 2012 and commencing September 30, 2013.

2. Sale of stock options reported as exercised in Footnotes 1 and 2.

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$113.63 to \$113.85, inclusive. The reporting person undertakes to provide Charter Communications, Inc., any security holder of Charter Communications, Inc., or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$113.7 to \$113.85, inclusive. The reporting person undertakes to provide Charter Communications, Inc., any security holder of Charter Communications, Inc., or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

Remarks:

/s/ Jennifer Dau-Sullivan as attorney-in-fact for James M. Heneghan 05/15/2013

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Know all persons by these presents, that the undersigned constitutes and appoints each of Richard R. Dykhouse, Paul J. Rutterer, Constance C. Kovach and Jennifer Da

The undersigned hereby grants to each attorney-in-fact full power and authority to perform all and every act requisite, necessary and proper to be done in the exerci

This Power of Attorney shall automatically terminate as to named attorneys-in-fact six months after the undersigned ceases to be a Section 16 Reporting Person of the

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed.

Date: April 14, 2011

By: /s/ James M. Heneghan

Print Name: James M. Heneghan